

IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re) **Chapter 11**
W. R. Grace & Co., et al.,) **Case No. 01-01139 (KJC)**
Debtors.) **(Jointly Administered)**
) **Objection Deadline: May 21, 2014 at 4:00 p.m.**
)

**FINAL FEE APPLICATION OF
WACHTELL, LIPTON, ROSEN & KATZ
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS
SPECIAL CORPORATE COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM APRIL 2, 2001 THROUGH MARCH 31, 2003**

Name of Applicant:	Wachtell, Lipton, Rosen & Katz
Authorized to Provide Professional Services to:	The above captioned debtors and debtors in possession
Date of Retention:	May 3, 2001 (<i>nunc pro tunc</i> to April 2, 2001)
Period for which compensation and reimbursement is sought:	April 2, 2001 through March 31, 2003 (no interim or monthly compensation for subsequent periods is sought)
Amount of Compensation sought as actual, reasonable and necessary:	\$186,846.25
Amount of Expense Reimbursement sought as actual, reasonable and necessary	\$25,864.16
The total time expended for fee application preparation is approximately 14 hours and the corresponding compensation requested is approximately \$3,006.25 (included in the foregoing Compensation total)	

This is an: Interim X Final Application

PRIOR APPLICATIONS FILED

Date Application Filed; Docket Num.	Period Covered	Fees Requested	Expenses Requested	Fees Allowed and Paid on Interim Basis	Expenses Allowed and Paid on Interim Basis
November 19, 2002 # 3031	April 2, 2001 – September 30, 2002	\$147,341.50	\$24,879.53	\$145,541.50	\$24,060.64 ¹
April 11, 2003 # 3655	October 1, 2002 – October 31, 2002	\$1,775.00	\$87.60	\$1,775.00	\$87.60
April 11, 2003 # 3656	November 1, 2002 – November 30, 2002	\$15,011.25	\$251.91	\$15,011.25	\$251.91
April 11, 2003 # 3657	December 1, 2002 – December 31, 2002	\$19,270.50	\$771.14	\$19,270.50	\$771.14
April 11, 2003 # 3658	January 1, 2003 – January 31, 2003	\$743.75	\$61.13	\$743.75	\$61.13
May 9, 2003 # 3764	March 1, 2003 – March 31, 2003	\$4,504.25	\$631.74	\$4,504.25	\$631.74
Totals		\$188,646.25	\$26,683.05	\$186,846.25	\$25,864.16

¹ The amount paid was \$0.40 less than the amount allowed.

SUMMARY OF FEES ALLOWED FOR BILLING PERIOD²

Name of Professional or Paraprofessional Person	Position with the Applicant at Time Services Were Rendered; Year of Obtaining Relevant License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bernard W. Nussbaum	Litigation Partner since 1968 ³ /admitted to Bar in 1962	\$800	7.00	\$5,600.00
Peter C. Canellos	Tax Partner since 1977/admitted to Bar in 1967	\$750	4.30	\$3,225.00
Robert B. Mazur	Litigation Partner since 1981/admitted to Bar in 1974	\$675	28.50	\$19,237.50
Harold S. Novikoff	Restructuring and Finance Partner since 1981/Admitted to Bar in 1976	\$675	30.50	\$20,587.50
Eric M. Roth	Litigation Partner since 1984/admitted to Bar in 1978	\$675	5.90	\$3,982.50
Andrew R. Brownstein	Corporate Partner since 1985/admitted to Bar in 1980	\$650	36.00	\$23,400.00
Marc Wolinsky	Litigation Partner since 1987/admitted to Bar in 1982	\$650	17.50	\$11,375.00
Douglas K. Mayer	Restructuring and Finance Partner since 1995/admitted to Bar in 1987	\$575	1.50	\$862.50
Andrew J. Nussbaum	Corporate Partner since 1999/admitted to Bar in 1993	\$450	1.00	\$450.00
David C. Bryan	Restructuring and Finance Partner since 2000/admitted to Bar in 1993	\$400	0.80	\$320.00
Deborah L. Paul	Tax Partner since 2001/admitted to Bar in 1991	\$425 \$400	54.75 30.70	\$23,268.75 \$12,280.00

² Additional information as to the professionals and paraprofessionals referred to above, including the length of their service at the Firm during the relevant periods and details as to the services rendered, is contained in the applications referred to in the chart on the preceding page.

³ This includes a short period of time while Mr. Nussbaum served at the White House during the Clinton Administration.

Claire Chappel	Litigation Associate/admitted to Bar in 1991	\$395	54.50	\$21,527.50
Dimitry Joffe	Litigation Associate/admitted to Bar in 1999	\$175 (2001) \$250 (2002)	22.50	\$4,125.00
Sean Sullivan	Restructuring and Finance Associate/admitted to Bar in 2000	\$150	11.00	\$1,650.00
Roy Katzovicz	Corporate Associate/admitted to Bar in 2000	\$175	3.40	\$595.00
David J. Passey	Tax Associate/admitted to Bar in 2000	\$330	28.50	\$9,405.00
Margaret Garnett	Restructuring and Finance Associate/admitted to Bar in 2001	\$275	1.00	\$275.00
David B. Lat	Litigation Associate/admitted to Bar in 2001	\$150	20.60	\$3,090.00
Joshua A. Feltman	Restructuring and Finance Associate/admitted to N.J. Bar in 2003; admission to NY pending at relevant time	\$230	5.60	\$1,288.00
Beth M. Polebaum	Independent Contractor ⁴ /admitted to Bar in 1984	\$300	7.00	\$2,100.00
Danielle Rolfes	Summer Associate	\$95	64.20	\$6,099.00
Robinson Strauss	Restructuring and Finance Paralegal	\$125	6.40	\$800.00
Paul Polking	Litigation Paralegal	\$90 (2001) / \$100 (2002)	68.00	\$6,750.00
Aretina Samuel	Litigation Paralegal	\$100	6.00	\$600.00
Clara Song	Corporate Paralegal	\$100	8.00	\$800.00
David Cheifitz	Litigation Paralegal	\$90	33.00	\$2,970.00
Shera Goldman	Head Reference Librarian	\$125	0.40	\$50.00
Elizabeth Grunwald	Reference Librarian	\$95	1.40	\$133.00
Totals:			559.95	\$186,846.25
Blended Rate:				\$333.68/hour

⁴ Ms. Polebaum was formerly associated with Applicant for three years and was employed on a matter by matter basis for an additional three years.

FEES ALLOWED BY PROJECT CATEGORY FOR BILLING PERIOD

Project Category	Total Hours	Total Fees
Tax Issues and Corporate Governance	221.70	\$74,051.00
Asset Analysis and Recovery	305.10	\$98,851.00
Litigation and Litigation Consulting	6.80	\$2,098.00
Case Administration	11.90	\$8,520.00
Fee and Retention Applications	14.45	\$3,326.25
Totals	559.95	\$186,846.25

EXPENSE SUMMARY ALLOWED FOR BILLING PERIOD

Expense Category	Total Expenses
Telecopy	123.00
Messenger Service	70.00
Courier Service	15,356.61 ⁵
Duplicating/Scanning Imaging	13.40
Duplicating	3,294.00
Duplicating/Binding	0.80
Telecopy—Satellite Stations	30.00
Local Travel—Attorneys	497.55
Local Travel—Staff	543.89
Local Travel—Messengers	6.00
Out of Town Travel—Attorneys	798.50
Travel—Night Secretaries	35.00
Travel—Night Word Processing	143.83
Lodging	208.52
Proofreading	70.00
Westlaw Recovery	637.11
Night Secretary	787.50
Library Database Research	4.88
Lexis Research	595.64
Meals—Attorneys	353.35
Meals—Paralegals	245.43
Meals—Support Staff	34.88
Meals—Conference	494.97
Meals—Support Staff Overtime	32.30
Miscellaneous	395.00
Duplicating Overtime	309.75
Messengers Overtime	325.50
Messengers Double-Time	140.00
Secretarial Overtime	180.00
O/S Library	3.25
O/S Temps—Word Processing	43.50
Attorney Dinners—In House	90.00
Total	\$25,864.16

⁵ Most of the charges in this category are attributable to Federal Express mailings in connection with document production on behalf of the Debtors.

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In re) Chapter 11
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Debtors.)
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) Objection Deadline: May 24, 2014 at 4:00 p.m.

**FINAL FEE APPLICATION OF
WACHTELL, LIPTON, ROSEN & KATZ
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS
SPECIAL CORPORATE COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM APRIL 2, 2001 THROUGH MARCH 31, 2003**

TO THE HONORABLE KEVIN J. CAREY,
UNITED STATES BANKRUPTCY JUDGE:

The application of Wachtell, Lipton, Rosen & Katz respectfully represents:

1. Wachtell, Lipton, Rosen & Katz (“Applicant”), as special counsel to debtors and debtors in possession in the above-captioned cases (the “Debtors”), hereby makes application to this Court pursuant to Bankruptcy Code Sections 330 and 331 and Bankruptcy Rule 2016 and the relevant Orders of this Court for the final allowance of (a) compensation in the amount of \$186,846.25 for professional services rendered to the Debtors during the period commencing on April 2, 2001 and ending on March 31, 2003 (the “Billing Period”) and (b) reimbursement of \$25,864.16 for actual and necessary out-of-pocket expenses incurred by Applicant in connection with the rendition of such services.

Background

2. On April 2, 2001 (the "Filing Date"), the Debtors filed with this Court their voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code.

3. By order of this Court dated May 3, 2001, Applicant's retention by the Debtors as special corporate counsel was authorized nunc pro tunc to April 2, 2001.

Fees and Expenses Allowed on an Interim Basis

4. The fees and expenses allowed on an interim basis for which final allowance is sought hereby are summarized in the seven pages of charts preceding this application. Greater detail as to the services rendered, the professionals and paraprofessionals who rendered those services, and the expenses incurred, are available in the interim applications (and the exhibits thereto) filed in accordance with this Court's orders and referred to in the chart on page 2 of this application.

5. Applicant's interim applications were reviewed by Warren H. Smith & Associates, P.C., the fee auditor in these cases appointed pursuant to an order of this Court, and the amounts allowed by this Court on an interim basis gave effect to the reductions recommended by the fee auditor. Applicant seeks final allowance only of the amounts allowed on an interim basis. All of such amounts have heretofore been paid to Applicant and, therefore, Applicant is seeking no additional payment from the estate.

6. No previous allowance has been made to Applicant for the services rendered or expenses incurred for which final allowance is sought hereby, other than the interim allowances described herein. Applicant has not made any previous application for such final allowance.

7. Except as disclosed in Applicant's retention application, no payments have heretofore been made or promised to Applicant for services rendered or to be rendered in any capacity whatsoever in connection with these cases. Applicant has not shared with any person, or entered into any agreement or understanding to share with any person, compensation received or to be received for services rendered in or in connection with these cases. No agreement or understanding prohibited by 18 U.S.C. § 155 has been made by Applicant.

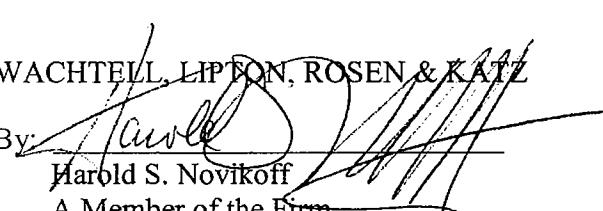
8. The undersigned hereby certifies that he has reviewed the requirements of Del.Bankr.LR 2016-2 and that this Application substantially complies with that Rule.

WHEREFORE, Applicant respectfully requests (i) final allowance of compensation in the amount of \$186,846.25 for professional services rendered to or on behalf of the Debtors during the Billing Period and heretofore allowed by this Court on an interim basis, (ii) final allowance of the reimbursement of its actual and necessary out-of-pocket expenses in the amount of \$25,864.16 heretofore allowed by this Court on an interim basis, and (iii) such other and further relief as to the Court may seem just and proper.

Dated: New York, New York
May 1, 2014

WACHTELL, LIPTON, ROSEN & KATZ

By


Harold S. Novikoff

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Special Corporate Counsel to the Debtor